



CHINA FIRST CAPITAL GROUP LIMITED

中國首控集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

(Stock Code: 1269)
(股份代號：1269)

董事會薪酬委員會職權範圍

**Terms of reference of
the Remuneration Committee of the Board of Directors**

CHINA FIRST CAPITAL GROUP LIMITED
中國首控集團有限公司
(the “Company” and 「本公司」)

Terms of reference of the Remuneration Committee (the “Committee”)
of the Board of Directors (the “Board”) of the Company
本公司董事會(「董事會」)
薪酬委員會(「委員會」)職權範圍

(中文本為翻譯稿，僅供參考用)

1. Constitution

組成

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 19 October 2011.

委員會根據董事會於二零一一年十月十九日召開的會議上通過的決議成立。

2. Membership

成員

- 2.1 Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members and a majority of which should be independent non-executive directors of the Company.

委員會成員由董事會從董事會成員中委任，委員會成員不少於三名及大部份須為本公司的獨立非執行董事。

- 2.2 The Chairman of the Committee shall be appointed by the Board and should be an independent non-executive director of the Company.

委員會主席由董事會委任及由本公司獨立非執行董事擔任。

- 2.3 The company secretary of the Company shall be the secretary of the Committee.

本公司的公司秘書為委員會的秘書。

- 2.4 The appointment of the members or secretary of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

經董事會及委員會分別通過決議，方可撤銷委員會的成員或秘書的委任、或委任額外的委員會成員。

3. Proceedings of the Committee

3.1 *Notice:*

- (a) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by at least fourteen days' notice.
- (b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting. In respect of regular meetings of the Committee to be held as mentioned in clause 3.3 below, and so far as practicable for all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

會議程序

通知:

- (a) 除非委員會全體成員(口頭或書面)另外同意,會議通知期不應少於十四天。
- (b) 任何委員會成員或委員會秘書(應委員會成員的請求時)可於任何時候召集委員會會議。通知必須親身以口頭或以書面形式、或以電話、電子郵件、傳真或其他委員會成員不時議定的方式發出予各委員會成員不時通知秘書的電話或傳真號碼或電郵地址或郵寄地址。
- (c) 任何口頭發出的通知,應儘快(及在會議召開前)以書面方式確實。
- (d) 會議的通知必須說明會議時間和地點、並應附有議程及為會議目的委員會成員可能需要參閱的其他文件。以下第3.3條所述委員會定期會議(及在切實可行的情況下委員會所有其他會議)的議程及隨附文件應全部及時送交委員會全體成員,並至少在計劃舉行委員會會議日期的最少三天前(或經委員會全體成員協定的其他期間內)送出。

- 3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be the independent non-executive directors.
- 3.3 **Frequency:** Meetings shall be held at least once every year to set policy on executive directors' remuneration and to fix the remuneration packages for all directors.
- 3.4 No Committee member may vote on any resolution of the Committee regarding his own remuneration.
- 3.5 Written resolutions may be passed by all Committee members in writing.
- 4. Overriding principles**
- 4.1 Levels of remuneration should be sufficient to attract and retain the directors needed to run the company successfully, but the Company should avoid paying more than is necessary for this purpose.
- 4.2 No director should be involved in deciding his own remuneration.
- 4.3 The Committee should consult the chairman and/or chief executive about their remuneration proposals for other executive directors and have access to independent professional advice if considered necessary.
- 5. Alternate Committee members**
- 5.1 A Committee member may not appoint any alternate.
- 法定人數：**委員會會議法定人數為兩位委員會成員，而大部份出席成員須為獨立非執行董事。
- 會議次數：**每年最少舉行會議一次，以制訂有關執行董事酬金政策及釐訂所有董事的薪酬待遇。
- 委員會成員不能就有關其本身薪酬的決議上投票。
- 委員會成員可以以書面及全體贊成方式通過任何書面決議。
- 首要原則**
- 薪酬水平應足以吸引及挽留公司成功營運所需的一眾董事，但本公司應避免為此支付超過必要的薪酬。
- 任何董事不得參與訂定其本身的薪酬。
- 委員會應就其他執行董事的薪酬建議諮詢主席及／或行政總裁，及如認為有需要，應索取獨立專業意見。
- 委員會成員替任代表**
- 委員會成員不能委任替任代表。

6. Authority of the Committee

6.1 The Committee may exercise the following powers:

- (a) to review any proposed service contract with any director or senior management before such contract is entered into and to make recommendation to the Company's human resources department for any changes to the proposed terms of such contract;
- (b) to make recommendations regarding the remuneration, bonuses and welfare benefits of the executive directors and the senior management;
- (c) to request the Board to convene a shareholders' meeting (if necessary) for purposes of removing any director and to dismiss any employees if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly;
- (d) to obtain outside legal or other independent professional advice at the cost of the Company on any matters within these terms of reference, and to secure the attendance of outsiders with relevant experience and expertise at its meetings, if it considers necessary;
- (e) to have access to sufficient resources in order to perform its duties;
- (f) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and

委員會的權力

委員會可以行使以下權力：

- (a) 在簽訂有關合同前，審閱所有董事或高級管理層將會簽訂的建議服務合同及向本公司的人力資源部門就變更該等合同的建議條款提供建議；
- (b) 就執行董事及高級管理層的薪酬、獎金及福利提供建議；
- (c) 在有證據顯示有董事及／或僱員失職時，要求董事會召開股東大會(如有需要)罷免有關董事或解除有關僱員的職務；
- (d) 如委員會認為有需要，可就任何涉及本職權範圍的事宜在本公司承擔費用下向外部人士尋求法律或其他獨立專業意見、或確保具有相關經驗和專業知識的外部人士出席其會議；
- (e) 可取得足夠資源以履行其職務；
- (f) 每年檢討本職權範圍及其於委員會履行職責時的有效性，如委員會認為有需要，可向董事會提供修改建議；及

(g) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

(g) 為使委員會能恰當地執行其於以下第七章項下的職責，行使其認為有需要及適當的權力。

6.2 The Committee should be provided with sufficient resources to discharge its duties.

委員會應獲供給充足資源以履行其職責。

7. **Duties**

職責

7.1 The duties of the Committee shall be:

委員會負責履行以下職責：

(a) to make recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

(a) 就本公司全體董事及高級管理層的薪酬政策及架構，及就設立正式而具透明度的程序制訂薪酬政策，向董事會提供建議；

(b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objective;

(b) 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；

(c) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment; and to make recommendations to the Board on the remuneration packages of individual executive directors and senior management;

(c) 獲董事會轉授釐訂個別執行董事及高級管理層的薪酬待遇，包括實物利益、退休金權益及賠償金額(包括喪失或終止職務或委任的賠償)，並就個別執行董事及高級管理層的薪酬待遇向董事會提出建議；

(d) to make recommendations to the Board on the remuneration of non-executive directors;

(d) 就非執行董事的薪酬向董事會提出建議；

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| <p>(e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;</p> | <p>(e) 考慮同類公司支付的薪酬、須付出的時間及職責、及集團內其他職位的僱用條件；</p> |
| <p>(f) to review and approve the compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;</p> | <p>(f) 檢討及批准向執行董事及高級管理層就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；又或者是公平合理，不致於過多；</p> |
| <p>(g) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and</p> | <p>(g) 檢討及批准因行為失當而解僱或罷免董事所涉及的賠償安排，以確保該等安排與合約條款一致；又或者是合理適當；及</p> |
| <p>(h) to ensure that no director or any of his associates is involved in deciding that director's own remuneration; and</p> | <p>(h) 確保沒有董事或其任何聯繫人參與釐定該董事自己薪酬；及</p> |
| <p>(i) to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).</p> | <p>(i) 根據香港聯合交易所有限公司證券上市規則（「上市規則」）第17章審查和／或批准與股份計劃有關的事宜。</p> |

8. Reporting procedures

- 8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.

匯報程序

委員會的完整會議紀錄及所有書面決議應由委員會秘書保存。

8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.

委員會秘書應於委員會會議結束後或書面決議通過前的合理時段內，把委員會會議紀錄或書面決議(視乎情況而定)的初稿及最後定稿發送委員會全體成員分別供表達意見或作記錄之用。

8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

委員會秘書應將本公司各財政年度委員會舉行的所有會議紀錄及個別委員會成員於該財政年度所舉行之會議記名出席紀錄備存。

9. Continuing application of the articles of association of the Company (the “Articles of Association”)

本公司公司章程細則(「公司章程細則」)的持續適用

9.1 The Articles of Association regulating the meetings and proceedings of the directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

就本職權範圍條文未有作出規範，但公司章程細則對董事會議及程序作出了規範的規定，適用委員會的會議及程序。

10. Powers of the Board

董事會權力

10.1 The Board may, subject to compliance with the Articles of Association and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company’s own corporate governance code), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

本職權範圍及委員會通過的任何決議，可以由董事會在符合公司章程細則及上市規則的前提下(包括上市規則之附錄十四《企業管治守則》或本公司自行制定的企業管治守則(如被本公司採用))修訂、補充及廢除，惟本職權範圍及委員會通過的決議有關修訂及廢除，盡不影響任何在該些行動作出前，委員會的先前行為或已經通過的決議的有效性。